PICK-UP

LAST WILL AND TESTAMENT

OF

MADELINE CARROLL BRUNNER

Instr:200004110036438 Page: 1 OF 20
REC'D FOR REC 04/11/2000 12:37:58PM
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I, MADELINE CARROLL BRUNNER, domiciled in and a resident of Davidson County, Tennessee, make, publish and declare this to be my Last Will and Testament. I revoke all wills and codicils previously made by me.

ITEM I: Payment of Debts and Expenses of Administration. I direct that all of my legally enforceable debts, any unpaid charitable pledges (regardless of whether these pledges may be enforceable obligations of my estate), my funeral expenses, and the costs of administration of my estate be paid as soon as practicable after my death; provided, however, my Executrix shall not be required to pay any obligation in advance of its maturity. My Executrix, in her sole discretion, may pay from my domiciliary estate all or any portion of the costs of ancillary administration and similar proceedings in other jurisdictions.

ITEM II: Payment of Taxes.

A. I direct that there shall be paid out of my residuary estate, without apportionment, all estate, inheritance, succession and other taxes, (together with any interest or penalty thereon) assessed by reason of my death, but excluding any additional tax imposed under Section 2032A (relating to farm and business property) of the Code, or under successor provisions, or under corresponding provisions of state law, assessed by reason of my death, imposed by the government of the United

States, or any state or territory thereof, or by any foreign government or political subdivision thereof, in respect of all property required to be included in my gross estate for estate or like tax purposes by any of such governments, whether the property passes under this Will or otherwise, without contribution by any recipient of any such property.

B. I direct that any generation-skipping transfer tax (including any interest and penalties thereon) imposed by reason of Chapter 13 of the Code or corresponding provisions of state law, with respect to property passing under this Will or otherwise, shall be paid as provided in Section 2603 of the Code.

ITEM III: Specific Bequests and Disposition of Tangible Personal Property.

A. To ST. HENRY'S CHURCH, presently located at 6401 Harding Road, Nashville, Tennessee, I bequeath the sum of One Thousand Five Hundred Dollars ($1,500.00) to be used for masses for the repose of the souls of JOHN A. BRUNNER and MADELINE CARROLL BRUNNER.

B. All the rest of my clothing, jewelry, personal effects, automobiles, and all other tangible personal property (except cash on hand or on deposit) owned by me at the time of my death, I bequeath to my daughter, CARROLL BRUNNER CROSSLIN. If my daughter is not then living, I bequeath the aforementioned property to my then-living grandchildren, in equal shares, to be divided among them in such manner as they shall agree, or if they shall fail to agree upon such division within six (6) months from the date of my death, then the property shall be divided among them as my Executor shall determine; provided, however, that if any grandchild of mine is a minor at the time of

such division, the person having the custody of such grandchild shall represent him or her for all purposes under this Item, and the receipt of such person for the distributable share of such minor shall be full and complete acquittance of my Executor. Any personal property not so distributed shall be sold and the proceeds added to the Madeline Carroll Brunner Trust established under Item V of this Will.

ITEM IV: Disposition of Residuary Estate. I devise and bequeath to my daughter, CARROLL BRUNNER CROSSLIN, all the rest and residue of the property that I may own at the time of my death, of whatever kind and wherever located (my Residuary Estate).

ITEM V: The Madeline Carroll Brunner Trust.

A. If I am not survived by my daughter, CARROLL BRUNNER CROSSLIN, then I devise and bequeath my Residuary Estate to the Trustees hereinafter named to be divided into three (3) equal trusts for the benefit of my grandchildren, ELIZABETH CARROLL CROSSLIN, JUSTIN DELL CROSSLIN, JR., and JOHN HARTNETT CROSSLIN.

(1) The first such trust share shall be held for the benefit of ELIZABETH CARROLL CROSSLIN upon the following terms and conditions: The Trustees shall pay to my granddaughter who is the trust beneficiary the entire net income of her trust in monthly or other convenient installments but at least quarterly. The Trustees are further authorized to encroach upon the principal of the Trust as they, in their sole discretion, shall deem necessary or advisable for my granddaughter's health, education, support and maintenance until she attains thirty (30) years of age or until her death, whichever shall first occur, at which time the trust for ELIZABETH CARROLL CROSSLIN

shall terminate and shall be distributed to her in fee, if she is then living.

(2) The second and third equal trust shares shall be held for the benefit of each of my grandsons, JUSTIN DELL CROSSLIN, JR. and JOHN HARTNETT CROSSLIN. For each such trust share, the Trustees are hereby authorized to accumulate the net income (and to incorporate any such accumulated income into principal at least annually) or to pay or apply so much of the net income of each such trust in quarterly installments, to or for the use and benefit of each such grandson in such amounts and proportions as the Trustees shall deem advisable in their sole discretion. My Trustees are further authorized to encroach upon the principal of each such trust for the benefit of such grandson in order to provide for his necessary health, maintenance, support and educational requirements. Subject to the provisions of Item VII below, each such trust shall terminate upon the earlier of my grandson's death or my grandson's attaining thirty (30) years of age. At the time of termination such trust (including principal and any accumulated income) shall be distributed to such grandson, in fee, if he is then living.

Under no circumstances shall any of the assets of these trusts be used to satisfy support obligations of any kind.

B. Upon the death of a grandchild of mine after the division of the trust into separate shares, or if any grandchild of mine should not be living at the time of division of the trust estate into separate shares, that grandchild's trust estate shall be divided into as many equal shares as there are then-living children of that

distributed in accordance with the provisions of Item V D (2) and D (3) above.

ITEM VI: Statutory Powers Granted to Fiduciaries. I authorize my Executrix and my Trustees (including any substitute or successor personal representative or Trustee) in the exercise of a reasonable discretion with respect to all property, real and personal, at any time forming part of my estate or any trust, to exercise any or all the powers set forth in Section 35-50-110, Tennessee Code Annotated, to the extent applicable, all of which provisions and powers are incorporated herein by reference as fully as if copied herein verbatim. These powers (as set out in said statute on the date of the execution of this Will) are granted, notwithstanding that said statute may be amended hereafter or repealed at the time of my death.

ITEM VII: Limitations on Trust and Additional Trust Powers.

A. Anything in this Will to the contrary notwithstanding, no trust created hereunder shall continue beyond twenty-one (21) years after the death of the last to die of those beneficiaries who were living at the time of my death; and upon the expiration of such period, all such trusts shall terminate and the principal thereof shall be distributed outright to the beneficiaries of the trust with each beneficiary receiving the share of the trust held for his or her benefit which is proportionate to the income which that beneficiary is entitled to receive. If more than one person is then an income beneficiary of a trust or trust share with discretionary distribution powers, then, at such termination, such trust or trust share shall be divided equally among the beneficiaries then entitled to receive trust income.

B. No part of any trust herein created, nor the income therefrom, is to be subject to execution or other legal process for any obligation of a beneficiary or

subject to the claims of creditors of a beneficiary in any manner, nor shall a beneficiary have the power to sell or mortgage or encumber the same, or any part thereof, nor anticipate the same, or any part thereof, by assignment or otherwise.

C. It is my intention that any trust created by this Will is to be administered under the laws of the State of Tennessee.

D. The Trustees shall not be required to obtain authority or approval of any court in the exercise of any power permitted under this instrument. The Trustees shall not be required to file any accountings with any court but shall account to each beneficiary at least annually.

E. No person dealing with the Trustees shall be obligated to inquire as to the power or authority of the Trustees or into the validity of any act of the Trustees, or be liable for the application of any money paid to the Trustees in the management of the trust funds.

F. Whenever income may be paid to a beneficiary or whenever the Trustees are entitled to encroach upon the principal of the trust for the benefit of a beneficiary, such income or principal may be paid to such beneficiary directly or to anyone else for the use or benefit of such beneficiary, as the Trustees shall deem proper, and the receipt of the person to whom paid shall be a sufficient acquittance for the Trustees, and such payments may be made without the intervention of any guardian or the approval of any court.

G. The Trustees may set up a reasonable reserve for the repair, maintenance or improvement of any real estate which is held in trust. The reserve may be funded from trust income, and any reference to net income in this instrument shall mean gross income less expenses charged to income and less the amounts set aside under this paragraph.

H. The Trustees are authorized to commingle any and all trusts or shares herein with any other trusts for the purposes of investment and administration, provided that the Trustees shall maintain adequate records of each beneficiary's interest.

I. In the event that a corporate Trustees shall hereafter merge or consolidate, then the corporation created by such merger or consolidation shall act as the Trustees hereunder and in such capacity shall possess and exercise all powers and authority herein conferred on the Trustees named herein.

J. The Trustees shall be responsible for due diligence in the administration and disbursement of any trust created hereunder and shall not be responsible for any loss or subject to any liability except by reason of their own negligence or willful default proved by affirmative evidence, and every election, determination or other exercise by the Trustees of any discretion granted to them, expressly or by implication under this Will or by law made in good faith, shall fully protect them and shall be conclusive and binding upon all persons interested in any trust created under this Will.

K. The Trustees may terminate any trust under this Will, at any time, in their sole discretion, if the value of the principal at any time is less than $50,000, or if the administration of the trust has become illegal or impracticable for any reason. In the event of any such termination, the trust assets shall be distributed to the then income beneficiaries, pro rata.

L. If any individual Co-Trustee hereunder shall also be either a beneficiary of any trust created hereunder or have a legal obligation to support any potential beneficiary of any trust created hereunder (or for whom a fund is held under a power to hold property during

for a reasonable number of trips between home and the educational institution.

F. All references to the Code herein shall mean the Internal Revenue Code of 1986, as amended from time to time until my death.

ITEM IX: Appointment of Executrix. I appoint my daughter, CARROLL BRUNNER CROSSLIN, as Executrix of this my Last Will and Testament and direct that no bond be required of her in this capacity. If my daughter should not survive me, or be for any reason unable or unwilling to qualify as Executrix, or, having so qualified, should become incapacitated, die or resign, then my son-in-law, JUSTIN DELL CROSSLIN, shall serve as successor Executor, without bond. If JUSTIN DELL CROSSLIN is unable or unwilling to serve as Executor, then I appoint ELIZABETH CARROLL CROSSLIN and TIMOTHY CARROLL to serve as successor Executors, also without bond.

I authorize my Executrix to sell, transfer and convey any property, real or personal, that I may own at the time of my death at such time and price and upon such terms and conditions (including credit) as my Executrix may determine.

I further authorize my Executrix to employ and compensate such appraisers deemed by my Executrix to be needed for the proper appraisal of the assets of my estate and to do so without liability for any neglect, omission, misconduct or default of any such appraiser, provided such appraiser was selected and retained with reasonable care. Any penalty assessed which relates to the valuation of any asset shall be paid from my estate so long as my Executrix selected such appraiser with reasonable care.

I give my Executrix the power, exercisable without court approval, to allocate any exemption from the generation-skipping transfer tax to any property with respect to which I am the transferor for purposes of the said tax (whether or not

such property is included in my probate estate) and to exclude any such property from such allocation.

ITEM X: Appointment of Trustees.

A. I appoint my my son-in-law, JUSTIN DELL CROSSLIN, as Trustee of the trust established under Item V A(1) of this Will for the benefit of my granddaughter, ELIZABETH CARROLL CROSSLIN, and direct that no bond be required of him in this capacity. I appoint ELIZABETH CARROLL CROSSLIN and JUSTIN DELL CROSSLIN as Trustees of the trusts established under Item V A (2) of this Will for the benefit of my grandsons, JUSTEN DELL CROSSLIN, JR. and JOHN HARTNETT CROSSLIN, to serve without bond.

B. At all times during the existence of any trust created hereunder, there shall be a separate committee for each such trust. The original members of the committees of all such trusts shall be ELIZABETH CARROLL CROSSLIN, ROBERT N. BUCHANAN, III, and STACEY DOBBS, III. All powers of this committee (the "Committee") may be exercised by members of the Committee only in a fiduciary capacity. The Committee shall act in accordance with the following provisions: If either of the named Trustees dies, becomes incapacitated or resigns, or if both named Trustees die, become incapacitated or resign, then the Committee shall appoint a successor Trustee or Co-Trustee as the case may be, to fill any vacancy in the office of Trustee, however caused, and may remove such successor Trustee from office at any time, with or without cause, and this power of appointment and removal shall be continuing. Any such successor Trustee may be any person, including any member of the Committee, or any corporation, wherever situated; provided, however, that a member of the Committee who is appointed Trustee must resign from the Committee before assuming the office of Trustee; and provided further, however, that no person to whom distributions can be made

from any trust created hereunder (other than a person to whom distributions can be made only in his or her fiduciary capacity) shall be eligible to serve as successor Trustee of any trust created hereunder. Such successor Trustee shall serve without bond.

The size of the Committee may be increased or decreased at any time by the Committee. Any member may be removed from office at any time, with or without cause, by a majority vote of the other members of the Committee. Any member may resign at any time. Any member may, either with or without resigning, designate the person who is to succeed him or her, which designation may be changed at any time before such member vacates his or her office. In the case of any vacancy that is not filled in the manner described above, including a vacancy caused by the refusal or failure to serve of an original member of the Committee named above, the person to fill such vacancy shall be selected by the remaining members or, if only one remains, by that one. If at any time there is no member of the Committee, then a Committee of the size hereby authorized (or, if the size has been changed by the Committee, the size last authorized by the former members) shall be selected by majority vote of the persons to whom the Trustees are then authorized to make distributions. In the case of any person who is under legal disability, such a person shall be represented by the guardian of the property of such person or, if none, by a guardian ad litem appointed for the purpose of allowing the person to take action.

Except as otherwise expressly provided, all powers of the Committee shall be exercised by a majority of the persons then serving on the Committee and authorized to act with respect to any particular question. No exercise of the Committee's powers shall exhaust such powers, but any or

all of such powers may at any time be released, extinguished, or restricted by the Committee. The members of the Committee shall be authorized as individuals to exercise all of the powers conferred upon them, and they shall not be required to meet together as a body. No personal liability shall attach to any member of the Committee except for gross negligence or willful wrongdoing. I relieve the members of the Committee from giving any security whatsoever on a fiduciary bond, if such be required.

No exercise of any power, designation of successor, resignation, or other action of the Committee or any member thereof provided for in this Item shall be effective until such action shall be manifested by an instrument or instruments in writing signed by the person or persons authorized to take such action and delivered to the Trustees.

All provisions of this Item relating to the Committee shall apply to the original members and to all subsequent members.

ITEM XI: Resignation and Removal of Trustees.

A. Each Trustee hereunder (whether originally designated herein or appointed as Successor) shall have the right to resign at any time by giving thirty (30) days' written notice to that effect to the current beneficiaries. Within thirty (30) days of such notification, the Trustee so resigning shall institute proceedings for the settlement of its account and deliver all assets then held to its successor, whereupon it shall have full acquittance for all assets so delivered (subject to settlement of the account) and shall have no further duties hereunder. If any Trustee resigns, then the Committee, by majority vote, shall have the right and duty within such thirty (30) day period to

appoint a Successor Trustee and shall notify the Trustee of such appointment.

B. The Committee shall have the right to remove any acting Trustee and the right to appoint a Successor Trustee of any trust fund herein established. Such right of removal, with or without cause, shall be continuing and shall be exercised by serving the acting Trustee with written notice of its removal, which notice shall specify the Successor Trustee and certify its willingness to serve as such. Within thirty (30) days thereafter, the Trustee so removed shall institute proceedings for the settlement of its account and deliver all assets then held to its successor, whereupon it shall have full acquittance for all assets so delivered (subject to settlement of its account) and shall have no further duties hereunder.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament, consisting of this and thirteen preceding typewritten pages, and for the purpose of identification I have signed each such page, all in the presence of the persons witnessing it at my request on this 5th day of September, 1989, at Nashville, Tennessee.

Madeline Carroll Brunner
MADELINE CARROLL BRUNNER

The foregoing instrument was signed, published and declared by the said MADELINE CARROLL BRUNNER as and for her Last Will and Testament on the day and year written above, in our presence and in the presence of each of us who, at her request, in her presence and in the presence of each other, have subscribed our names as witnesses this 5th day of September, 1989, at Nashville, Tennessee.

[illegible] residing at [illegible]

[illegible] residing at [illegible]

6180D/09-05-89

PAGE 14 OF MY WILL: Madeline Carroll Brunner
MADELINE CARROLL BRUNNER

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

AFFIDAVIT BY WITNESSES TO WILL

Each of the aforesaid witnesses, being Jane L. Dev[illegible] and Suzanne G. McLemore, deposes and says that said witnesses subscribed to the foregoing Will of MADELINE CARROLL BRUNNER, executed on the 5th day of September, 1989, having been requested by the Testatrix to make and sign this Affidavit, and having first been duly sworn before the Notary Public whose name appears below, hereby states that the said MADELINE CARROLL BRUNNER was over eighteen (18) years of age, was of sound mind, declared the foregoing instrument to be her Last Will and Testament, published and executed it freely, without undue influence or coercion, by signing each page in the presence of all of the witnesses who were all present at the same time, and that said witnesses, in her presence, at her request, and in the presence of each other, subscribed their names as witnesses on the 5th day of September, 1989.

[illegible]

Suzanne G. McLemore

Sworn to and subscribed before me, this the 5th day of September, 1989.

Debra E. Emerson
Notary Public

My Commission Expires: 9-11-90

NOTARY PUBLIC
DEBRA E. EMERSON

99P-1904

COPY

SECOND CODICIL

TO THE LAST WILL AND TESTAMENT

OF

MADELINE C. BRUNNER

I, Madeline C. Brunner, domiciled in Nashville, Davidson County, Tennessee do make, publish and declare this to be the Second Codicil to my Last Will and Testament heretofore executed by me on September 5, 1989.

1. Item V is hereby deleted in its entirety and the following is inserted in its place:

ITEM V: The Madeline Carroll Brunner Trust.

A. If my daughter CARROLL BRUNNER CROSSLIN does not survive me, then I devise and bequeath my Residuary Estate to the Trustee hereinafter named to be held, administered and distributed for the benefit of my grandchildren, ELIZABETH CARROLL CROSSLIN, JUSTIN DELL CROSSLIN, JR. and JOHN HARTNETT CROSSLIN, as follows:

(1) Until the youngest of my grandchildren reaches the age of thirty (30) years, the Trustee shall pay the entire net income of the trust in equal shares to my grandchildren in monthly or other convenient installments, but at least quarterly. The Trustee also shall be authorized to pay out all or any part of the principal of the trust from time to time, in the sole discretion of the Trustee, for the express purposes of enabling my grandchildren to attend college, graduate school or advanced technical training, to marry or to obtain health care. The Trustee shall not be bound by any rule of equality in making distributions hereunder to or for the benefit of my children. Under no circumstances may distributions from this trust be used to satisfy support obligations of the Trustee of any kind.

(2) When the youngest of my grandchildren reaches the age of thirty (30), the Trustee shall divide the trust property into as many equal shares as I have grandchildren then living and deceased grandchildren

with descendants then living. The Trustee shall distribute the share of any grandchild to such grandchild, outright and free of trust.

(3) The Trustee shall continue to hold and administer the share of any descendant of a deceased grandchild who is then under age twenty-one (21) until said person reaches the age of twenty-one (21), and shall pay out all or any part of the principal and income of the share of such descendant as may be necessary, in the Trustee's sole discretion, to provide for the health, education, maintenance and support of such descendant, taking into consideration other sources of support available to the descendant. Any income not so distributed shall be added to principal. When such descendant reaches the age of twenty-one (21), the Trustee shall distribute all the principal and income held for such person to that person. If a descendant should die before reaching the age of twenty-one (21), the property held in trust for such person shall be distributed to his or her estate.

(4) If a grandchild dies with no surviving descendants, then his or her share shall be divided equally between the shares of my other grandchildren and shall be distributed as if it had originally been a part of such other shares.

B. If all of my named or described beneficiaries should predecease me, or if there should at any time be no beneficiaries named or described to take any interest in trust at the termination of this trust, the property shall be distributed as follows:

(1) Fifty percent (50%) of the property shall be distributed to JUSTIN DELL CROSSLIN, if he is then living. If he does not survive me then this bequest shall lapse and this share shall be divided into two equal shares and added to the bequests in Paragraphs (2) and (3) below.

(2) Twenty-five percent (25%) of the property shall be distributed to the descendants of THOMAS J. CARROLL, SR., *per stirpes*.

(3) Twenty-five percent (25%) of the property shall be distributed to KATHRYN CARROLL GAMBILL, if she is then living, or to her descendants, *per stirpes*.

2. Item X. A. through the first paragraph of Item X. B. is hereby deleted from my Will and the following inserted in its place:

ITEM X: Appointment of Trustees.

A. I appoint my son-in-law, Justin Dell Crosslin, as Trustee of the trusts established under Item V. A. for the benefit of my grandchildren, and direct that no bond be required of him in this capacity.

B. I hereby authorize a committee, the original members of which shall be Stacey Dobbs III, Elizabeth Carroll Crosslin, Justin Dell Crosslin, Jr. and John Hartnett Crosslin to name a successor Trustee if the above named Trustee is unable or unwilling to serve for any reason. Any such successor Trustee may be any person, including any member of the Committee, or any corporation, wherever situated; provided, however, that a member of the Committee who is appointed Trustee must resign from the Committee before assuming the office of Trustee; and provided further, however, that no person to whom distributions can be made from any trust created hereunder (other than a person to whom distributions can be made only in his or her fiduciary capacity) shall be eligible to serve as successor Trustee of any trust created hereunder. Such successor Trustee shall serve without bond.

IN WITNESS WHEREOF, I have set my hand to this, the Second Codicil to my Last Will and Testament, consisting of three (3) pages, and have affixed my initials on the margin of each page except this page for identification, this 8th day of December 1993.

Madeline C. Brunner

Madeline C. Brunner

The foregoing instrument was signed, sealed, published and declared by Madeline C. Brunner, the Testator, to be the Second Codicil to her Last Will and Testament, in the presence of all of us at one and the same time, and we, at the Testator's request and in

the Testator's presence and in the presence of each other, have hereunto subscribed our names as witnesses this 8th day of December 1993, at Nashville, Tennessee, this clause having first been read to us aloud.

WITNESS: John M. Rose, Jr. WITNESS: Linda P. Koon

ADDRESS: 613 Lynwood Blvd ADDRESS: 2803 Wimbledon Rd
Nashville, TN 37205 Nashville, TN

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

AFFIDAVIT

Personally appeared before me, the undersigned Notary Public, John H. Roe, Jr. and Linda R. Koon, who, after being duly sworn according to law, depose and say:

1. That they are citizens of Davidson and Davidson Counties, Tennessee, respectively, and are more than eighteen (18) years of age.

2. That they witnessed the execution of the Second Codicil to the Last Will and Testament of Madeline C. Brunner, dated December 8, 1993, to which this affidavit is attached, and that this affidavit is being made at the request of the Testator.

3. That the Testator signed said paper writing as and for the Second Codicil to the Testator's Last Will and Testament in their sight and presence at one and the same time.

4. That their signatures are affixed to said Second Codicil to the Testator's Last Will and Testament, that they signed or affixed the same at the instance and at the request of the Testator and in the Testator's presence, and in the presence of each other, at the place and on the date recited therein.

5. That at the time they witnessed said Codicil, the Testator was, in their opinion, more than eighteen (18) years of age, of sound mind and disposing memory, and did not appear under any undue influence.

John H. Roe, Jr.
Linda R. Koon

Subscribed and sworn to before me this 8th day of December, 1993.

Ann O. Yearn
Notary Public

My Commission Expires:

Nov. 20, 1996

FIRST CODICIL TO

THE LAST WILL AND TESTAMENT OF

MADELINE CARROLL BRUNNER

COPY

I, MADELINE CARROLL BRUNNER, a resident of Davidson County, Tennessee make, publish and declare this document to be the First Codicil to the Last Will and Testament executed by me on September 5, 1989 in the presence of JANE L. DAVIS and SUZANNE G. MCLEMORE.

ITEM I. I add to the provisions of Item V B of my Will as a new paragraph the following:

> If either of my grandchildren shall die before receiving his trust share in full and shall leave no children surviving, then the share of such deceased grandchild shall be held for the benefit of my other grandchild who does survive, per stirpes, and such share shall be distributed to or for the benefit of my surviving grandchild (or his children) at the time and in the manner provided for such grandchild (or his children) to receive his own share.

ITEM II. In all other respects I ratify and confirm all of the provisions of my Will dated September 5, 1989.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name to this the First Codicil to my Last Will and Testament, said Codicil consisting of this typewritten page, in the presence of the persons witnessing it at my request on this 8th day of September, 1989 at Nashville, Tennessee.

Madeline Carroll Brunner
MADELINE CARROLL BRUNNER

The foregoing instrument was signed, published and declared by MADELINE CARROLL BRUNNER, the Testatrix, to be the First Codicil to her Last Will and Testament, in our presence, and we at her request and in her presence and in the presence of each other have hereunto subscribed our names as witnesses this 8th day of September, 1989, at Nashville, Tennessee.

Jane L. Davis residing at Nashville, Tennessee

Suzanne G. McLemore residing at Nashville, Tennessee

6599D/08-31-89

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

AFFIDAVIT BY WITNESSES

TO FIRST CODICIL TO WILL

Each of the aforesaid witnesses, being Jane L. Davis and Suzanne G. McLemore, subscribed to the foregoing First Codicil to the Will of MADELINE CARROLL BRUNNER, executed on the 8th day of September, 1989, having been requested by the Testatrix to make and sign this Affidavit, and having first been duly sworn before the Notary Public whose name appears below, hereby state that the said MADELINE CARROLL BRUNNER was over eighteen (18) years of age, was of sound mind, declared the foregoing instrument to be the First Codicil to her Last Will and Testament, published and executed it freely, without undue influence or coercion, by signing each page in the presence of all of us who were all present at the same time, and we, in her presence, at her request, and in the presence of each other, subscribed our names as witnesses on the 8th day of September, 1989.

Jane L. Davis

Suzanne G. McLemore

Sworn to and subscribed before me this
8th day of September, 1989.

Debra G. Emerson
Notary Public

My Commission Expires: 9-11-90

NOTARY PUBLIC

STATE OF TENNESSEE, DAVIDSON COUNTY

I, Richard R. Rooker, Clerk of the Probate Court of Davidson County, State aforesaid, do certify that the foregoing is a full, true and complete copy, of the original on file in my office. Will Book 231 Page 765
Given under my hand and official seal, at office in Nashville, this 12 of April 2000

RICHARD R. ROOKER, CLERK

By Lee Lester
Deputy Clerk

RICHARD R. ROOKER
CIRCUIT COURT CLERK